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October 5, 2012

MUR # 6660

Anthony Herman, Esq.
General Counsel
Federal Election Commission
999 E Street, NW
Washington, D.C. 20463

OFFICE OF THE
CLERK OF THE
U.S. HOUSE OF REPRESENTATIVES
2012 OCT -9 AM 10:17
RECEIVED

Re: *Complaint Against Angus King, Angus King For Senate, Eliot Cutler, and Americans Elect.*

Dear Mr. Herman:

This letter constitutes a formal complaint filed pursuant to 2 U.S.C. §437g(a)(1) against Angus King, a purportedly "independent" candidate for United States Senate in Maine; Mr. King's principal campaign committee, Angus King for Senate; Eliot Cutler, Mr. King's campaign chairman and a director of Americans Elect; and Americans Elect, a purported "non-partisan" 501(c)(4) organization. Based upon information and belief, set forth below and in the attached materials, the Republican Party of Maine files this complaint seeking an immediate investigation by the Federal Election Commission ("FEC" or "Commission") into the illegal coordinated spending practices of Mr. Cutler and Americans Elect (collectively "Cutler"), and the illegal acceptance by Mr. King and his principal campaign committee, Angus King for Senate, (collectively "King") of contributions from Americans Elect.

Further, Americans Elect – an organization that is primarily engaged in candidate support activity – including for a particular *identified* candidate – has failed to file with, and report to, the Commission as a political committee.

The public record makes clear, and an investigation will no doubt confirm, that there is reason to believe that Mr. Cutler and Americans Elect have illegally coordinated with King, and that King has accepted that support, in violation of the Federal Election

Campaign Act of 1971, as amended ("FECA" or "Act"), and Commission regulations. Cutler and King have engaged in coordinated communications that amount to a prohibited in-kind contribution from Americans Elect to King, and Americans Elect has failed to file and report to the Commission as a political committee.

FACTUAL BACKGROUND

On March 8, 2012 – 3 days after Angus King announced that he was running for Senate – the King campaign issued a press release identifying Eliot Cutler as one of the King campaign's 9 statewide chairman. A true and correct copy of that press release is attached hereto as Exhibit A. The press release quoted Mr. King describing the integral role his statewide chairman would play in his campaign:

These individuals bring great resources and ideas to our campaign. Together, we are committed to working to overcome gridlock and to unite Mainers in sending a strong message of the need to bring civility, effective leadership and solutions to Washington. Ex. A.

Americans Elect, and its board of directors – including King campaign chairman Eliot Cutler – have now decided to intervene in the Maine Senate race with over \$500,000 in direct support of a particular *identified* candidate, Mr. King. On-screen, the ad's text reads: "Angus King, Independent for U.S. Senate," and "Angus King, an Independent Fighter for Maine." Ex. B.

Mr. Cutler, since in or about December 15, 2011 and continuing today, sits on Americans Elect's 8-member board of directors. Ex. C.

Media reports have noted that "if Mr. Cutler hasn't stepped down [as either King campaign chairman or director of Americans Elect] it is likely to raise concerns about coordination." Maggie Haberman, "Americans Elect airs \$500k in Maine Air Time in Support of King," *Politico*, Oct. 5, 2012; Alexis Levinson, "Americans Elect Runs Ad in Support of Angus King in Maine," *The Daily Caller*, Oct. 5, 2012 (Ex. D). As of today, Mr. Cutler is listed on the Americans Elect website as a member of the Board of Directors (<http://www.americansselect.org> -- accessed on October 5, 2012). Ex. C.

Mr. King, who entered the Senate race claiming that he would "never" run a negative campaign ad, accept no PAC money, condemning the influence of third-party group advertising, and with a healthy lead in the polls, has of late been struggling. Polls show that his popularity and ballot numbers have been in free-fall, and his opponents' have been rising. Mr. King's fundraising has also been less than stellar – despite trips to Washington, D.C. and elsewhere to raise PAC and other out-of-state money for himself.

In short, Mr. King finds himself in unexpectedly territory: a real race. In dire need of support from the very type of organization about which he stated "the people running these [outside] ads don't give a damn about Maine," and "out-of-state interests trying to tell

Mainers how to vote,” Americans Elect, an organization on whose board of directors Mr. King’s own campaign chairman sits, has suddenly decided to buy over \$500,000 in television ads advocating for Mr. King’s election. Steve Mistler, “Republican Group’s Ad Blasts Angus King and Cynthia Dill on Wind Energy,” *Morning Sentinel*, Sept. 14, 2012; Scott Thistle, “Maine Politicians Get Advertising From Away,” *Sun Journal*, August 29, 2012.

Americans Elect

Americans Elect was incorporated in April, 2010 as an allegedly non-partisan 501(c)(4) social welfare organization. Its Internal Revenue Service filings clearly state: **“AMERICANS ELECT DOES NOT AND WILL NOT SUPPORT OR OPPOSE ANY CANDIDATE OR CANDIDATE COMMITTEE.”** A true and correct copy of Americans Elect’s IRS Form 990 filing for 2010 is attached hereto as Exhibit E. *See* Ex. E, p. 27.

Americans Elect's advertisement features positive footage of Mr. King while extolling Maine voters to vote for him:

As governor, Angus brought business and government together to create jobs, and sought the best ideas from both parties. Maine values we need in Washington.

A true and correct copy of the Americans Elect pro-King ad, along with screenshots, is attached hereto as Exhibit B.

Americans Elect's 990 filing also states that it has a conflicts of interest policy that is written to:

[P]rotect the organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of the organization's directors, officers, or committee member. In connection with any possible conflicts of interest, an interested person must disclose the existence of his or her interest and all material facts to the directors considering the proposed transaction or agreement. After disclosure of all material facts and discussion with the person, the person shall leave the board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board members shall determine whether a conflict of interest exists. Ex. E.

It is unclear whether Mr. Cutler disclosed to the Americans Elect board of directors that he was a King campaign chairman before Americans Elect decided to spend over \$500,000 in direct support of Angus King's election – and if so, what determination the Americans Elect board of directors made.

LEGAL ANALYSIS

A. There Is Reason To Believe That King, Mr. Cutler, and Americans Elect Violated FECA By Disseminating Coordinated

Communications, Resulting In A Prohibited In-Kind Contributions From Americans Elect to King.

When a corporation, such as Americans Elect, makes an expenditure for a communication that is coordinated with a candidate or candidate's campaign committee, the communication is a prohibited in-kind contribution to the candidate under the Act. *See* 11 C.F.R. §109.20. Commission regulations establish a three-pronged test for determining whether a public communication is coordinated with a candidate and, as established below, the activities of Americans Elect satisfy all three prongs. Accordingly, there is reason to believe that Americans Elect has made an illegal in-kind contributions to King.

Payment Prong

In order for the payment prong of the Commission's coordination regulations to be satisfied, an entity apart from the candidate or the candidate's campaign committee must pay, in whole or in part, for the communication. *See* 11 C.F.R. §109.21(a)(1). This prong is satisfied when an entity apart from the candidate or the candidate's campaign committee pays for a communication at issue. Americans Elect satisfied the payment prong by paying for the communication at issue. *See* Exhibit B (includes a screen-shot of Americans Elect's pro-King ad's disclaimer).

1. Content Prong

In order for the content prong to be satisfied, the communication must be considered a public communication¹ and must meet any one of the following standards: (1) the public communication republishes, disseminates, or distributes candidate campaign materials; (2) the public communication expressly advocates the election or defeat of a clearly identified federal candidate at any time; or (3) the public communication refers to a clearly identified House or Senate candidate and is publicly distributed in the candidate's jurisdiction within ninety (90) days of the candidate's primary or general election. *See* 11 C.F.R. §109.21(c).

Americans Elect's ad qualifies as a public communication and refers to a clearly identified U.S. Senate candidate, Angus King. The television ad was publicly distributed in Maine, the candidate's jurisdiction, and such distribution began on or about October 5, 2012, which is within ninety days of the general election. In addition, the advertisements expressly advocate for Angus King. *See* Exhibit B. Accordingly, Americans Elect's mailing satisfies the content prong.

2. Conduct Prong

¹ "Public communication" means a communication by means of any broadcast, cable, or satellite communication, newspaper, magazine, outdoor advertising facility, mass mailing, or telephone bank to the general public, or any other form of general public political advertising. The term general public political advertising shall not include communications over the Internet, except for communications placed for a fee on another person's Web site." 11 C.F.R. §100.26.

In order for the conduct prong of the Commission's coordination regulations to be satisfied, one of five conduct standards must be met. Relevant here are the following three standards:

Request or Suggestion. The conduct prong is met if the person creating, producing, or distributing the communication does so at the request or suggestion of a candidate, authorized committee, or any agent thereof; or if the person paying for the communication suggests the creation, production, or distribution of the communication to the candidate, authorized committee, or any agents thereof, and the candidate assents to the suggestion. See 11 C.F.R. §109.21(d)(1).

Material Involvement. The conduct prong is met if a candidate, authorized committee, or any agents thereof, are "materially involved" in the decision making regarding the: (1) content of the communication; (2) intended audience; (3) means or mode of the communication; (4) specific media outlet used; (5) timing or frequency of the communication; or (6) size or prominence of a printed communication or duration of a communication by means of broadcast, cable, or satellite. See 11 C.F.R. §109.21(d)(2).

Substantial Discussion. The conduct prong is met if a communication is created, produced, or distributed after one or more substantial discussions between the individual paying for the communication (or the person's agents) and the candidate or candidate's opponent (or the candidate's agents). A discussion is "substantial" if information about the plans, projects, activities, or needs of the candidate that is material to the creation, production, or distribution of the communication is conveyed to the individual paying for the communication. See 11 C.F.R. §109.21(d)(3).

Americans Elect's and King's actions clearly satisfy all three of these standards. Mr. Cutler serves as a *King campaign chairman* and is someone who Angus King himself stated would be integral in developing "ideas for" and "bringing resources to" his campaign. Mr. Cutler, simultaneously, sits on the board of directors of Americans Elect – an organization that is breaking its statement of purpose to the IRS and engaging in over \$500,000 of direct candidate support for Angus King.

Mr. Cutler is a campaign official that is also engaged in independent expenditures on behalf of the very campaign on which he's working. It is inconceivable that the pro-King Americans Elect communications were made without substantial discussions, material involvement, or the request or suggestion of Cutler – an agent of the King campaign. As such, there is reason to believe that Americans Elect has made prohibited in-kind contributions to King when it paid for a pro-King television ad illegally coordinated with King.

B. There is Reason to Believe that Americans Elect has Failed to Register and Report to the Commission as a Political Committee.

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A "political committee" is "any committee, club, association, or other group of persons which receives contributions aggregating in excess of \$1,000 during a calendar year or which makes expenditures aggregating in excess of \$1,000 during a calendar year. 2 U.S.C. § 431(9)(A)(i) (defining expenditure to include any purchase "made by any person for the purpose of influencing any election for federal office." See also, 11 C.F.R. § 100.5. The Commission has also included its own "major purpose" test to determine whether an organization such as Americans Elect qualifies as a political committee.

Organizations that qualify as political committees must register as such with the Commission, are subject to reporting and disclosure requirements, and may be subject to certain limitations with respect to the sources and amounts of their contributors.

In 2008, an organization similar to Americans Elect, Unity08, filed an advisory opinion with the Commission over its political committee status. Unity08 wished to conduct primarily on-line activities encouraging a third party candidate to enter the presidential race; however, it was clear that it would not conduct any activity on behalf of any identified candidate. The Commission ruled that Unity08 would be required to file as a political committee. Ultimately, this decision was overturned by the District of Columbia Circuit Court, which held that Unity08 was outside the Commission's regulatory reach. *Unity08 v. FEC*, Case No. 08-5526, Mar. 2, 2010.

Vital to the D.C. Circuit's decision was the fact that Unity08 was not supporting any identified federal candidate. Had Unity08 supported the election or defeat of a clearly identified federal candidate, as Americans Elect does here, the court made clear that Unity 08 would have qualified as a political committee. *Unity08 v. FEC* at 9 (citing *FEC v. Machinists Non-Partisan Political League*, 655 F.2d 380 (D.C. Cir. 1981)). Indeed, if anyone should be aware of the ramifications of this decision, it is Mr. King – who was a *founder* of Unity08.

Americans Elect has purchased over \$500,000 in television advertisements in Maine advocating for the election of Angus King to the United States Senate. They have done so in violation of their non-profit statement of purpose to the IRS. Americans Elect is a political committee. Americans Elect has failed to register and report to the Commission as they are required to do under the Act.

Conclusion


Mr. King's longstanding and continuing fevered embrace of self-serving political expediency is unsurprising, and an issue for Maine voters; however, his illegal actions are an issue for this Commission.

Accordingly, the Republican Party of Maine respectfully requests that the Commission conduct a thorough investigation on an expedited basis into the violations outlined above and enter into a prompt conciliation with the respondents to remedy the violations that are found and to ensure that these violations immediately cease and do not

reoccur. Mr. King must be held to account for his violations, and for time and again serving his own interests instead of Mainers'.

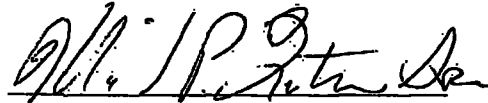
The above is correct and accurate to the best of my knowledge, information, and belief.

Sincerely,


CHARLES M. WEBSTER

Farmington Maine
04938

SWORN TO AND SUBSCRIBED before me on this 5 day of October, 2012.



Notary Public

Michael P. Oratiano SR.


My commission expires:

July 6th, 2018

1404710017CM

Exhibit A

14044436424

Get Email Updates First Name Last Name Email Address Zip Code

Like | 38k |

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Angus King for U.S. Senate

- [Home](#)
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- [News](#)
- [Issues](#)
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Angus King 2012 Announces Maine Statewide Campaign Chairs

FOR IMMEDIATE RELEASE

May 01, 2012

(Brunswick, Me.) — Independent U.S. Senate Candidate Angus King has named 9 people of varying political persuasions and from geographically diverse parts of the state as Statewide Chairs to the campaign. The Statewide Chairs include 3 Independents, 3 Democrats and 3 Republicans, representing a strong group of leaders across Maine with extensive public service and private sector experience. All of the chairs have either run for or served under the Democrat, Republican or Independent banner.

Angus King said "I am pleased to be joined by this incredible group of public servants who understand the need for bipartisanship in Washington. These individuals bring great resources and ideas to our campaign. Together, we are committed to working to overcome gridlock and to unite Mainers in sending a strong message of the need to bring civility, effective leadership and solutions to Washington."

[Chair statements and bios](#)



Contact:

Crystal Canney (207-615-5968)

Communications Director

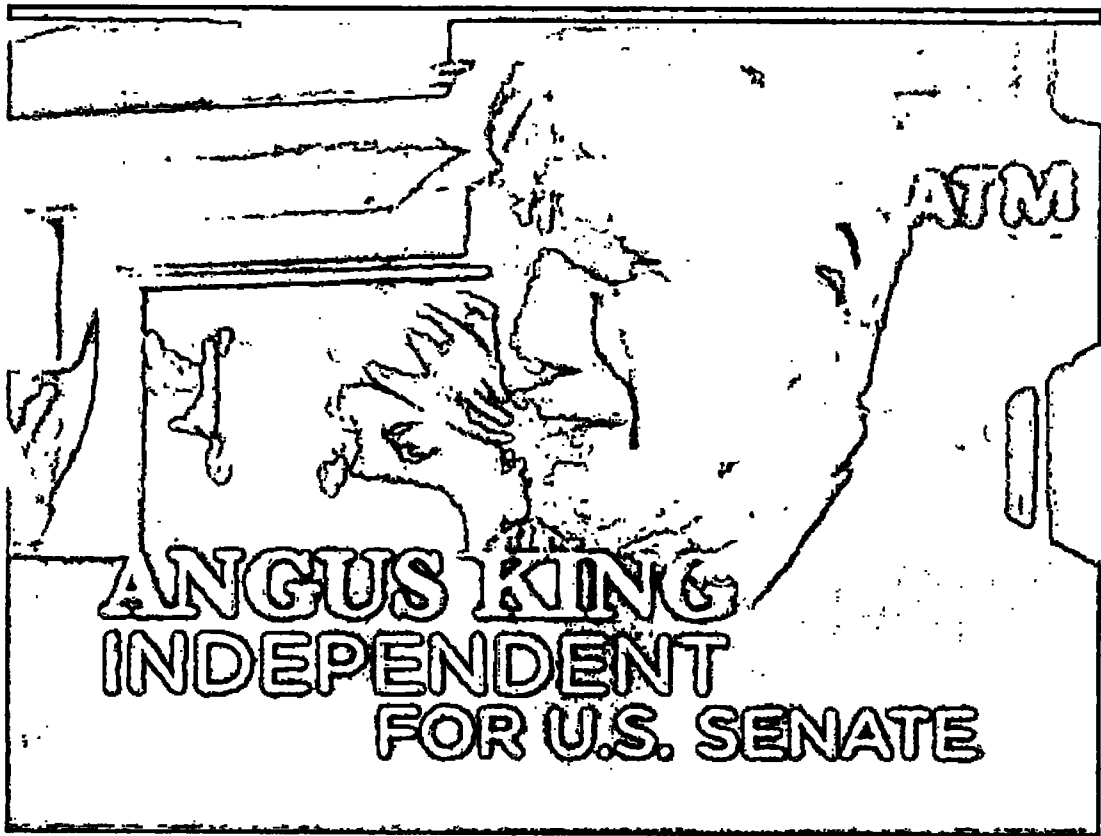
Angus2012

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Exhibit B

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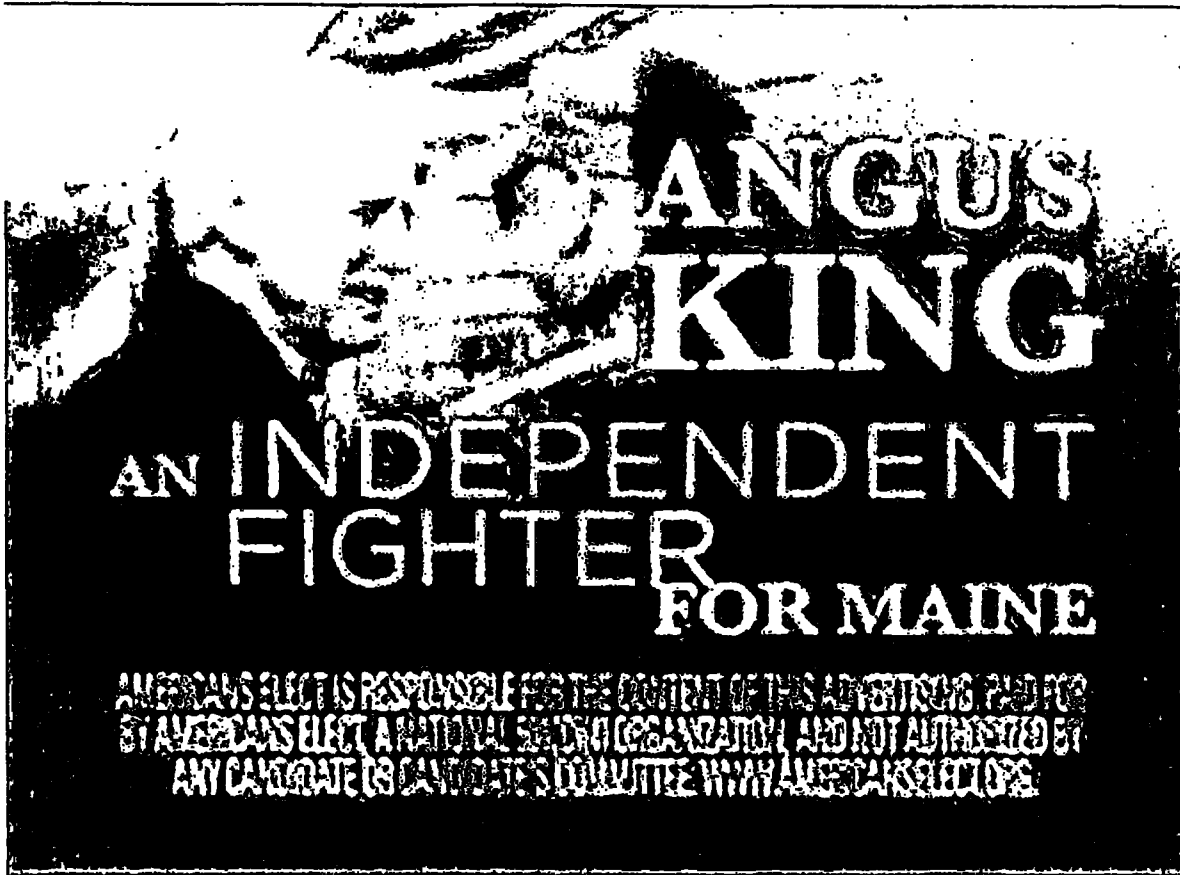
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ANGUS KING
INDEPENDENT
FOR U.S. SENATE

ATM

1404490427



**ANGUS
KING**

**AN INDEPENDENT
FIGHTER
FOR MAINE**

AMERICANS ELECT IS RESPONSIBLE FOR THE CONTENT OF THIS ADVERTISEMENT PAID FOR
BY AMERICANS ELECT, A NATIONAL SENIOR ORGANIZATION, AND NOT AUTHORIZED BY
ANY CANDIDATE OR CANDIDATE'S COMMITTEE. WWW.AMERICANSLECT.ORG

14044363428

"We Need Jobs" – Americans Elect

Transcription:

Female: Here in Maine people aren't looking for a Democratic jobs or Republican jobs, we just need jobs

Narrator: But Washington's response? More partisan gridlock.

Text On Screen: Partisan Gridlock

Male: We need jobs, not partisan politics, Angus can change that.

Text On Screen: Angus King Independent For U.S. Senate

Narrator: As governor, Angus brought business and government together to create jobs and sought the best ideas for both parties. Maine values we need in Washington.

Text On Screen: Create Jobs. Best Ideas From Both Parties

Female (2): Angus is an independent so it's not about party politics, it's about putting Maine first

Text On Screen: Angus King An Independent Fighter For Maine

Americans Elect is responsible for the content of this advertising

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Exhibit C

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Americans Elect

Politics aren't working for people. This problem must be addressed at the root by fixing the way we elect our leaders. Changing the system by creating the first nonpartisan, national online presidential primary is a daunting task—changing history usually is. Millions of people now support Americans Elect, and we are humbled by that. We are confident that our founding idea can lead to the change Americans are seeking. There is much more to do.

Thank you for taking part!

The First National Online Primary



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Credits

Thank you to everyone who helped develop the AmericansElect.org website.

board of directors

- Peter Ackerman
- Admiral Dennis Blair
- Ambassador Stephen W. Bosworth

- Kahlil Byrd
- Eliot R. Cutler
- Irvine O. Hockaday Jr.

- Joshua S. Levine
- Governor Christine Todd Whitman

board of advisors

- Elliot L. Ackerman
- Jackie Adams
- David Albertson
- Judy Albertson
- Neil A. Allen
- Melvin T. Andrews
- Kellen Arno
- Michael Arno
- Dr. F. Christopher Arterton

- Page 2 of 6

- Carol Perrin
- Robert Picard
- Jason Putorti
- Bruce Raben
- Jordan H. Rednor
- Joseph L. Rice
- Rob Richie
- Peter Alan Rinfret
- Nancy E. Roman
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- Lynn Thoman
- James Thomson
- George Vradenburg
- Ileana Wachtel
- The Honorable David M. Walker
- Lynda C. Webster
- The Honorable William H. Webster
- Edward L. Weidenfeld
- Sheila Rabb Weidenfeld
- William Wrigley Jr.

americans elect

- Elliot Ackerman
- Peter Arno
- Daniel Berger
- Dimple Bhayani
- Nancy Blackmore
- Virginia Bosse
- Cynthia Burnette
- Grover Bynum
- Kahlil Byrd
- Kate Cantwell
- Brittanie Clement
- Jenna Cochran
- Lori Corder
- Wendy Drake
- Sam Edelen
- Brian Findlay
- Jackie Freeman
- Allison Grant
- Sam Haas
- Michael Hackett
- Drew Hazouri
- Kevin Heller
- Zach Hubbard
- Lindsey Jacobson
- Jeff Knighton
- Patricia Kramer
- Sarah Kroll-Rosenbaum
- Dagny Leonard

- Tanya Lervik
- Joshua Levine
- Jose Lugo
- Sarah Malm
- Ben Marcus
- Julia Malone
- Meghan Maloney
- Alan McGee
- Erin McKenna
- Kaitlin Murphy
- Katie Nunn
- Jess Overby

- Dan Pashman
- Justin Pinn
- Andrea Relopez
- Laura Rodriguez
- Ryan Ross
- Doug Schoen
- Jennifer Scullion
- Jeremy Shore
- Gourdin Sirles
- Alice Skelton
- Jordan Taylor-Jones
- Alisha Thomas
- Nick Troiano
- Ileana Wachtel
- Cara Webster
- Lynda C. Webster
- Cheryl Wheeler
- Blake Wright
- Michael Zuckerman

LBI DIGITAL PARTNER

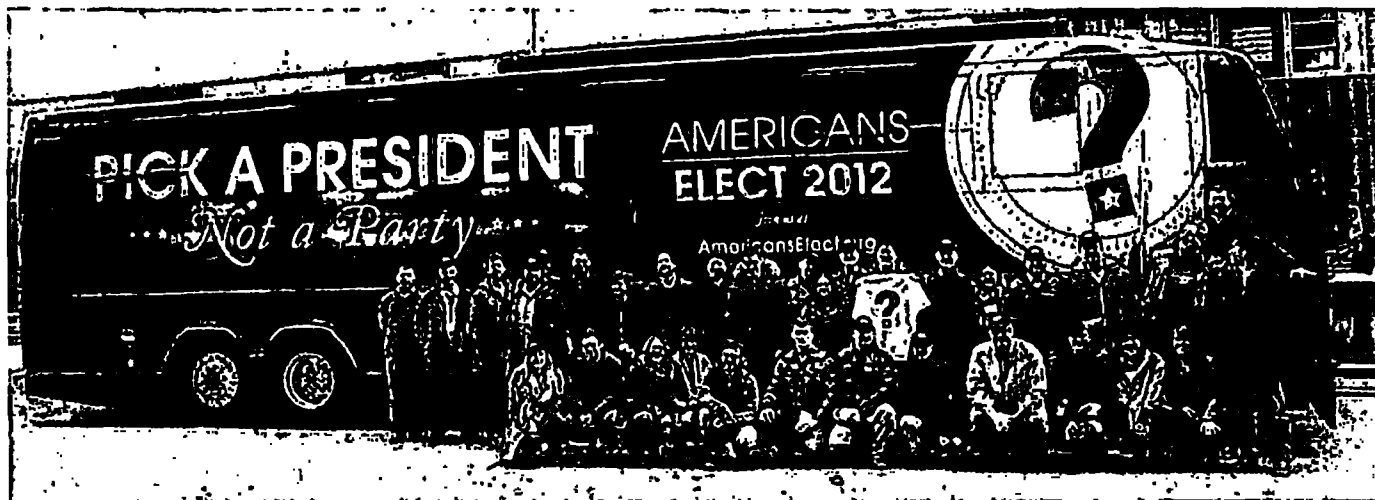
- Steven Alvarez
- Aleta Aponte
- Richard Bloom
- Jenifer Cameli
- Judith Carr
- Keith Conway
- Patrick Craig
- Christian Dearmond
- Cedric Devitt
- Michael Doody
- Frantz Domevil
- Dariza Garcia
- John Garofalo

- Howard Hill
- Jonathan Isaac
- Paul Kalapala
- Sarah Kapoor
- Ambreen Khan
- Karen Kranack
- Matthew Lein
- Jeff Lipson
- Dexter Liu
- Sasha Lunyov
- James Macfarlan
- Melissa Paxton
- Frank Pedersen

- Greg Ratner
- Kriston Rucker

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- Aaron Schachter
- Anil Shenoy
- Nikki Stevens
- Katie Stricker
- Artem Taranyuk
- Pipa Unsworth
- Victor Ursu
- Dasha Vashchilenko
- Andrew Wong
- Paolo Yuvienco



Other Partnerships

- Akamai Technologies
- Arent Fox LLP
- Aristotle International
- Arno Political Consultants
- Arnold & Porter LLP
- The Bach Group LLC
- Be A Protagonist
- Blink Reaction
- Copilevitz & Canter LLC
- CyberCoders, Inc.
- Deloitte & Touche LLP
- District Computers
- Doyle Personnel
- Global News Imaging
- Goldin Solutions
- Ikon Public Affairs
- Ipsos-Reid Public Affairs Inc.
- J. Howell Holdings LLC
- Kita Capital Management LLC
- Koch & Hoos, LLC
- Kramer Editing Services
- LBi
- Likel Creative
- McLean Insurance Agency
- Meakin Armstrong
- Meetup.org
- New Beginnings Photography
- Proskauer Rose LLP
- Proverb Ltd

- Public Strategies Inc.
- Rackspace Hosting, Inc.
- Realist Idealist Strategies
- RSA
- Smart Campaigns Inc.
- SNR Denton US LLP
- Steptoe & Johnson LLP
- Webster Group
- Whitman Insight Strategies
- On The Issues
- Prolexic

SEE YOU IN 2013!

We look forward to bringing greater choice and innovation to federal, state and local elections to come.

Americans Elect is a nonprofit that is not affiliated with any candidate or candidate committee. © 2012 Americans Elect

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Exhibit D

1404230471

POLITICO

Burns & Haberman Blog

Enter your email address

SIGN UP

RSS Feed

Americans Elect airs \$500K in Maine air time in support of King (Updated)

By MAGGIE HABERMAN |
10/5/12 12:19 PM EDT



Americans Elect, the group that had big designs about running a third-party presidential candidate in all fifty states, is setting its sights lower — this time laying out a \$500,000 ad buy in Maine in support of independent Senate hopeful Angus King

(http://mycmag.kantarmediana.com/videos/USSEN_ME_AMERICANSELECT_WE_JUST_NEED_JOBS.mov), two media buying sources tell me.

The question is who is behind the donation to the group — we'll update if we get more information.

But the buy comes at a time when some — though not all — polls have shown the gap between King and his two challengers, Democrat Cynthia Dill and Republican Charlie Summers, closing, in a race Republicans have been pouring resources into.

UPDATE: King's state campaign chairman is Eliot Cutler, who is also on the Americans Elect board of directors. If Cutler hasn't stepped down from one of those roles, it's likely to raise questions about coordination.

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THE DAILY CALLER

PRINT PAGE

Americans Elect runs ad in support of Angus King in Maine [VIDEO]

12:10 PM 10/05/2012

Americans Elect, a Super PAC, began running ads in support of independent Senate candidate Angus King Friday.

Americans Elect was created in 2011 with the stated goal of re-imagining the primary system and providing a platform for a third party ticket to run for president, in reaction to what they saw as a disenchantment with two-party politics.

Eliot Cutler, a member of the eight-person board of directors of Americans Elect, is also a State Chair for King's campaign.

Cutler ran for governor in 2010 as an independent. He lost to current Republican governor Paul LePage.

Americans Elect previously stated that it would not support candidates. In an op-ed in the Portland Press Herald in March, Cutler specifically stated: "Nor does AE support or give money to any candidate or committee."

The ad praises King for his rejection of partisanship.

"Here in Maine," says a woman, "people aren't looking for Democratic jobs or Republican jobs, we just need jobs."

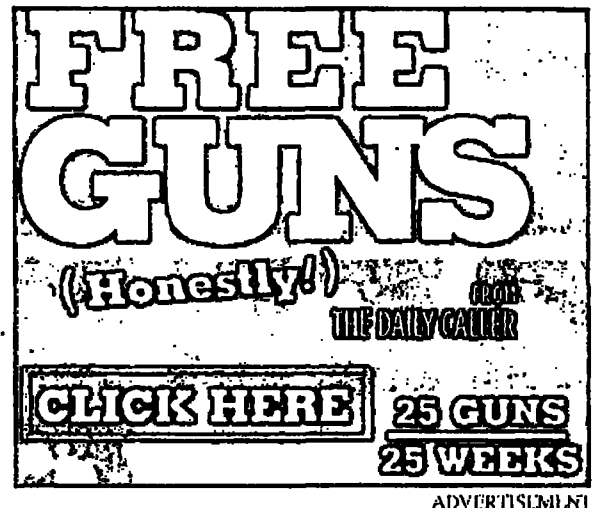
"But Washington's response? More partisan gridlock," says an announcer.

"We need jobs, not partisan politics," says a man with a heavy Maine accent. "Angus can change that."

"As governor, Angus brought business and government together to create jobs, and sought the best ideas from both parties," says the announcer. "Maine values we need in Washington."

"Angus is an independent so it's not about party politics, it's about putting Maine first," says a second man.

The ad comes on the heels of an internal Republican poll that shows King's once formidable lead diminished to a mere four points. The poll, conducted by GS Strategy Group for the National Republican Senatorial Committee's independent expenditure arm, the Washington Post reported, has King at 37 percent and Summers at 33.5 percent. Democrat Cynthia Dill is at 17 percent. A Public Policy Polling poll from mid-



ADVERTISEMENT

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URL to article: <http://dailycaller.com/2012/10/05/americans-elect-runs-ad-in-support-of-angus-king-in-maine-video/>

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Exhibit E

24446644041

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning APR 6, 2010 and ending DEC 31, 2010

B Check if applicable <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization		D Employer identification number	
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	F Name and address of principal officer: KAHLIL J BYRD		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	SAME AS C ABOVE		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
	I Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c)(4) (Insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		II "No," attach a list. (see instructions)	
	J Website: WWW.AMERICANSELECT.ORG		H(c) Group exemption number ▶	
	K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2010 M State of legal domicile: DC	

Part I Summary

Activities & Governance		Revenue		Expenses		Net Assets or Fund Balances	
1 Briefly describe the organization's mission or most significant activities: TO ENCOURAGE CIVIC ENGAGEMENT BY DEVELOPING NONPARTISAN TOOLS THAT WILL (CONT'D ON SCHEDULE O, P. 27)							
2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.							
3 Number of voting members of the governing body (Part VI, line 1a)		3					
4 Number of independent voting members of the governing body (Part VI, line 1b)		4					
5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)		5					
6 Total number of volunteers (estimate if necessary)		6					
7a Total unrelated business revenue from Part VIII, column (C), line 12		7a	0.				
b Net unrelated business taxable income from Form 990-T, line 64		7b	0.				
				Prior Year	Current Year		
8 Contributions and grants (Part VIII, line 1h)		125			5,112,000.		
9 Program service revenue (Part VIII, line 2g)					0.		
10 Investment income (Part VIII, column (A), lines 3, 4 and 2d)					1,010.		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c and 11e)					0.		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)					5,113,010.		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)					0.		
14 Benefits paid to or for members (Part IX, column (A), line 4)					0.		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)					209,578.		
16a Professional fundraising fees (Part IX, column (A), line 11e)					302,649.		
b Total fundraising expenses (Part IX, column (D), line 25) 391,265.							
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)					2,882,926.		
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)					3,395,153.		
19 Revenue less expenses. Subtract line 18 from line 12					1,717,857.		
				Beginning of Current Year	End of Year		
20 Total assets (Part X, line 16)					2,061,947.		
21 Total liabilities (Part X, line 26)					344,090.		
22 Net assets or fund balances. Subtract line 21 from line 20					1,717,857.		

Part II	Signature Block
---------	-----------------

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer		Date
	KAHLIL J BYRD, CHIEF EXECUTIVE		11/11/11
Paid Preparer Use Only	Print type preparer's name		Preparer's signature
	YVETTE L WOODS		[Signature]
	Firm's name		DELOITTE TAX LLP
	Firm's address		1750 TYSONS BLVD MCLEAN, VA 22102-4219

May the IRS discuss this return with the preparer shown above? (see instru

632001 02-22-11 LHA For Paperwork Reduction Act Notice, see the sep
SEE SCHEDULE O FOR ORGANIZATION MI

SCANNED DEC 16 2011

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☒ X

1 Briefly describe the organization's mission:

THE PURPOSE OF AMERICANS ELECT IS TO ENCOURAGE CIVIC ENGAGEMENT BY DEVELOPING A NONPARTISAN PROCESS FOR THE AMERICAN PEOPLE, USING AN INTERNET-BASED CONVENTION, DIRECTLY TO NOMINATE QUALIFIED PERSONS FOR PRESIDENT AND VICE PRESIDENT OF THE (CONT'D ON SCHEDULE O, P. 27)

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 1,157,723, including grants of \$) (Revenue \$)
 BALLOT ACCESS: IN 2010, AMERICANS ELECT DEVELOPED A NONPARTISAN ROAD MAP FOR OBTAINING BALLOT ACCESS IN ALL 50 STATES TO INCLUDE THE TIMING, COST, AND REGULATORY REQUIREMENTS NECESSARY TO ACHIEVE THIS CORE GOAL. IN 2010, AMERICANS ELECT GATHERED 175,132 SIGNATURES IN AN EFFORT TO QUALIFY FOR BALLOT ACCESS IN 6 STATES. APPROXIMATELY 3 MILLION SIGNATURES ARE REQUIRED TO OBTAIN BALLOT ACCESS IN ALL 50 STATES.

4b (Code:) (Expenses \$ 139,486, including grants of \$) (Revenue \$)
 TECHNOLOGY DEVELOPMENT: IN 2010, AMERICANS ELECT INVESTED IN THE PLANNING AND DESIGN OF A WEBSITE TO EDUCATE VOTERS, ENCOURAGE CIVIC PARTICIPATION, RECRUIT DELEGATES AND CONDUCT AN ONLINE CONVENTION. THE PLANNING AND DESIGN PHASE INCLUDED THE DEVELOPMENT OF WIREFRAMES AND MOCKUPS AND THE TESTING OF VARIOUS CREATIVE DESIGNS, GRAPHICS, AND LOGOS. THE FINAL WEBSITE DESIGN WILL PROVIDE A NONPARTISAN VOICE TO THE AMERICAN PEOPLE BY LEVERAGING TECHNOLOGY IN SUCH A WAY AS TO ALLOW THE USERS TO ENGAGE WITH EACH OTHER AND WITH CANDIDATES ON THE ISSUES. FINALLY, THE PLANNING PHASE ADDRESSED THE NEEDS AND REQUIREMENTS FOR DEVELOPING AN INTERNET PRODUCT THAT IS SECURE, PRIVATE, TRUSTED, NONPARTISAN, RELIABLE, AND ENGAGING.

4c (Code:) (Expenses \$ 528,319, including grants of \$) (Revenue \$)
 DELEGATE RECRUITMENT & PLANNING: IN 2010, AMERICANS ELECT WORKED TO DEVELOP A NONPARTISAN, TECHNOLOGY PLATFORM FOR THE PROJECT'S DELEGATE RECRUITMENT EFFORTS. THIS INCLUDED SIGNIFICANT MARKET TESTING, PLANNING FOR WEBSITE FUNCTIONALITY, AND RECRUITING TEAM MEMBERS AND KEY VENDORS.

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 1,825,528.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>	N/A	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Form 990 (2010)

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	X	
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	N/A	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Form 990 (2010)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	19	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	X	
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d If "Yes," indicate the number of Forms 8282 filed during the year		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	N/A	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	N/A	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?	N/A	
b Did the organization make a distribution to a donor, donor advisor, or related person?	N/A	
10 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on Part VIII, line 12	N/A	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11 Section 501(c)(12) organizations. Enter:		
a Gross income from members or shareholders	N/A	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state? Note: See the instructions for additional information the organization must report on Schedule O.	N/A	
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c Enter the amount of reserves on hand		
14a Did the organization receive any payments for indoor tanning services during the tax year?		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

Form 990 (2010)

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

Check if Schedule O contains a response to any question in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	3	
b Enter the number of voting members included in line 1a, above, who are independent	2	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?		X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?		X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11a Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **KAHLIL J BYRD - 202-416-4713**
1901 PENNSYLVANIA AVE., NW, NO. 1000, WASHINGTON, DC 20006

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter 0- in columns (D), (E), and (F) if no compensation was paid.
 • List all of the organization's current key employees, if any. See instructions for definition of "key employee."
 • List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations;
 • List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 • List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
 List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

[illegible]

14045MGN:V46

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	5,112,000.			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		5,112,000.			
Program Service Revenue	Business Code					
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total. Add lines 2a-2f						
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,010.	1,010.		
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real (ii) Personal				
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b Less: direct expenses	b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		5,113,010.	1,010.	0.	0.	

532009
12-21-10

Form 990 (2010)

Part IX	Statement of Functional Expenses
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Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 18				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	126,125.		126,125.	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	81,286.		81,286.	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits				
10	Payroll taxes	2,167.		2,167.	
11	Fees for services (non-employees):				
a	Management	1,837.		1,837.	
b	Legal	990,270.	425,644.	564,626.	
c	Accounting	57,000.		57,000.	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17	302,649.			302,649.
f	Investment management fees				
g	Other	1,140,732.	1,011,842.	126,890.	2,000.
12	Advertising and promotion	203,513.	203,513.		
13	Office expenses	63,901.	42,974.	20,927.	
14	Information technology	159,591.	139,486.	20,105.	
15	Royalties				
16	Occupancy	35,525.		35,525.	
17	Travel	183,897.	2,069.	96,326.	85,502.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	2,910.		1,796.	1,114.
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	1,163.		1,163.	
23	Insurance	9,709.		9,709.	
24	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a	STATE REGISTRATIONS	32,878.	0.	32,878.	0.
b		0.	0.	0.	0.
c		0.	0.	0.	0.
d		0.	0.	0.	0.
e		0.	0.	0.	0.
f	All other expenses				
25	Total functional expenses. Add lines 1 through 24f	3,395,153.	1,825,528.	1,178,360.	391,265.
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash - non-interest-bearing	1	444,311.
	2 Savings and temporary cash investments	2	1,513,010.
	3 Pledges and grants receivable, net	3	
	4 Accounts receivable, net	4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	8	
	9 Prepaid expenses and deferred charges	9	94,035.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a	11,754.
	b Less: accumulated depreciation	10b	1,163.
	11 Investments - publicly traded securities	11	
	12 Investments - other securities. See Part IV, line 11	12	
	13 Investments - program-related. See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets. See Part IV, line 11	15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	0. 16	2,061,947.	
Liabilities	17 Accounts payable and accrued expenses	17	344,090.
	18 Grants payable	18	
	19 Deferred revenue	19	
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	22	
	23 Secured mortgages and notes payable to unrelated third parties	23	
	24 Unsecured notes and loans payable to unrelated third parties	24	
	25 Other liabilities. Complete Part X of Schedule D	25	
	26 Total liabilities. Add lines 17 through 25	0. 26	344,090.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	27	
	28 Temporarily restricted net assets	28	
	29 Permanently restricted net assets	29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds	0. 30	0.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0. 31	0.
	32 Retained earnings, endowment, accumulated income, or other funds	0. 32	1,717,857.
33 Total net assets or fund balances	0. 33	1,717,857.	
34 Total liabilities and net assets/fund balances	0. 34	2,061,947.	

Form 990 (2010)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,113,010.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,395,153.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,717,857.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	0.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,717,857.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2010)

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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,

Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

AMERICANS ELECT

Employer identification number
27-2285014

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

a ☐ Public exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes☐ No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

1a Beginning of year balance

b Contributions

c Net investment earnings, gains, and losses

d Grants or scholarships

e Other expenditures for facilities and programs

f Administrative expenses

g End of year balance

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
1b					
1c					
1d					
1e					
1f					
1g					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ _____ %

c Term endowment ▶ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization

by:

(i) unrelated organizations

(ii) related organizations

b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

	Yes	No
3a(i)		
3a(ii)		
3b		

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
1b Buildings				
1c Leasehold improvements				
1d Equipment		11,754.	1,163.	10,591.
1e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				10,591.

Schedule D (Form 990) 2010

Part XIV Supplemental Information (continued)

ELECT IS SUBJECT TO ROUTINE AUDITS BY TAXING JURISDICTIONS, HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX PERIODS IN PROGRESS.

140441064404

Department of the Treasury
Internal Revenue Service

**Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

Open To Public Inspection

Employer identification number
27-2285014

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 8b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts				
	2 Less: Charitable contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary. Add lines 4 through 9 in column (d)				()
	11 Net income summary. Combine line 3, column (d), and line 10				

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 8a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				()
	8 Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers?
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?
- 13 Indicate the percentage of gaming activity operated in:
 - a The organization's facility
 - b An outside facility
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name _____

Address ▶ _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?** ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____.

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

- 16 Gaming manager information:**

Name ► _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶

☐ Director/officer

☐ Employee

☐ Independent contractor

- 17 Mandatory distributions:**

a is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year: **\$**

Part IV Supplemental information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: THE WEBSTER GROUP

(I) ADDRESS OF FUNDRAISER:

5185 MACARTHUR BLVD, NW, STE 250, WASHINGTON, DC 20016

Part IV	Business Transactions Involving Interested Persons.
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Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

[illegible]

Part V	Supplemental Information
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Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: SUNG MEDIA VENTURES

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SOLE PROPRIETORSHIP OWNED BY KAHLIL BYRD

(C) AMOUNT OF TRANSACTION \$ 132,500.

(D) DESCRIPTION OF TRANSACTION: MANAGEMENT AND CONSULTING SERVICES

(E) SHARING OF ORGANIZATION REVENUES? = NO

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

Open to Public
Inspection

Name of the organization

AMERICANS ELECT

Employer identification number
27-2285014

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

**ENABLE EVERY AMERICAN TO HAVE A DIRECT VOICE IN CHOOSING A PRESIDENTIAL
TICKET IN 2012.**

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

**UNITED STATES OF AMERICA IN THE 2012 ELECTION. OUR MISSION IS TO
EMPOWER AMERICANS TO CHOOSE A PRESIDENTIAL TICKET AND FORMULATE AN
ISSUES PLATFORM THAT IS INDEPENDENT OF THE PARTISAN INTERESTS OF EITHER
MAJOR PARTY. AMERICANS ELECT WILL ENCOURAGE CIVIC ENGAGEMENT BY THE
AMERICAN PEOPLE AND EDUCATE VOTERS ABOUT THEIR EXERCISE OF DIRECT
DEMOCRACY. AMERICANS ELECT DOES NOT AND WILL NOT SUPPORT OR OPPOSE ANY
CANDIDATE OR CANDIDATE COMMITTEE.**

**FORM 990, PART VI, SECTION A, LINE 2: PETER ACKERMAN AND THOMAS
RICHARDSON HAVE A BUSINESS RELATIONSHIP.**

**FORM 990, PART VI, SECTION A, LINE 4: AMERICANS ELECT IS NOW EXEMPT UNDER
SECTION 501(C)(4) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.**

**FORM 990, PART VI, SECTION A, LINE 8B: THE ORGANIZATION DOES NOT HAVE
COMMITTEES THAT HAVE THE AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY
AND THEREFORE, THERE ARE NO MEETINGS TO CONTEMPORANEOUSLY DOCUMENT.**

**FORM 990, PART VI, SECTION B, LINE 11: AMERICANS ELECT'S MANAGEMENT
PREPARES THE FORM 990 WITH ASSISTANCE FROM AN EXTERNAL ACCOUNTING FIRM.**

UPON COMPLETION OF A DRAFT OF THE FORM 990, THE DRAFT FORM 990 IS PRESENTED

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
032211
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

AMERICANS ELECT

Employer Identification number
27-2285014

TO THE BOARD OF DIRECTORS FOR REVIEW AND APPROVAL PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: AMERICANS ELECT'S POLICY IS WRITTEN TO PROTECT THE ORGANIZATION'S INTEREST WHEN IT IS CONTEMPLATING ENTERING INTO A TRANSACTION OR ARRANGEMENT THAT MIGHT BENEFIT THE PRIVATE INTEREST OF THE ORGANIZATION'S DIRECTORS, OFFICERS, OR COMMITTEE MEMBER. IN CONNECTION WITH ANY POSSIBLE CONFLICTS OF INTEREST, AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF HIS OR HER INTEREST AND ALL MATERIAL FACTS TO THE DIRECTORS CONSIDERING THE PROPOSED TRANSACTION OR AGREEMENT. AFTER DISCLOSURE OF ALL MATERIAL FACTS AND DISCUSSION WITH THE PERSON, THE PERSON SHALL LEAVE THE BOARD MEETING WHILE THE DETERMINATION OF A CONFLICT OF INTEREST IS DISCUSSED AND VOTED UPON. THE REMAINING BOARD MEMEBERS SHALL DECIDE IF A CONFLICT OF INTEREST EXISTS. IF THE BOARD MEMBERS FIND THAT A CONFLICT OF INTEREST EXISTS, THE BOARD MEMBERS SHALL DETERMINE WHETHER AMERICANS ELECT CAN OBTAIN A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT WITH REASONABLE EFFORTS THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST.

FORM 990, PART VI, SECTION B, LINE 15: IN 2010, ONE BOARD MEMBER RECEIVED
COMPENSATION IN CONNECTION WITH SERVICES PROVIDED TO AMERICANS ELECT AS THE
EXECUTIVE DIRECTOR. THE PROCESS FOR DETERMINING COMPENSATION INCLUDED
DRAFTING OF A CONTRACT AGREEMENT BY OUTSIDE COUNSEL AND FULL APPROVAL OF
THE AGREEMENT BY THE REMAINING BOARD MEMBERS.

FORM 990, PART VI, SECTION C, LINE 19: THE DOCUMENTS OPEN TO PUBLIC
INSPECTION ARE AVAILABLE UPON WRITTEN REQUEST SENT TO THE ORGANIZATION'S
ADDRESS.

SCHEDULE G, PART I, LINE 3:

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

AMERICANS ELECT

Employer identification number
27-2285014

IN 2011, AMERICANS ELECT REGISTERED IN OREGON AND HAS SUBMITTED
REGISTRATION DOCUMENTS IN THE REMAINING STATES.

032212
01-24-11